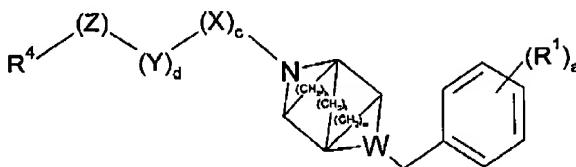


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Claim Listing:

1. (Currently Amended) A compound of the formula



or a pharmaceutically acceptable salt thereof; wherein

a is 1, 2, 3, 4 or 5;

c is 0 or 1;

d is 1, 2, 3, 4 or 5;

k is 2; l is 0; m is 0;

W is N;

X is C(O), C(S) or CH₂;

Y is CH₂;

Z is oxygen, NR⁹ or CR¹¹R¹²;

each R¹ is independently selected from hydrogen, hydroxy, hydroxysulfonyl, halo, (C₁-C₆)alkyl, mercapto, mercapto(C₁-C₆)alkyl, (C₁-C₆)alkylthio, (C₁-C₆)alkylsulfinyl, (C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylthio(C₁-C₆)alkyl, (C₁-C₆)alkylsulfinyl(C₁-C₆)alkyl, (C₁-C₆)alkylsulfonyl(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₆-C₁₀)aryloxy, halo(C₁-C₆)alkyl, trifluoromethyl, formyl, formyl(C₁-C₆)alkyl, nitro, nitroso, cyano, (C₆-C₁₀)aryl(C₁-C₆)alkoxy, halo(C₁-C₆)alkoxy, trifluoromethoxy, (C₃-C₇)cycloalkyl, (C₃-C₇)cycloalkyl(C₁-C₆)alkyl, hydroxy(C₃-C₇)cycloalkyl(C₁-C₆)alkyl, (C₃-C₇)cycloalkylamino, (C₃-C₇)cycloalkylamino(C₁-C₆)alkyl, ((C₃-C₇)cycloalkyl)((C₁-C₆)alkyl)amino, ((C₃-C₇)cycloalkyl(C₁-C₆)alkyl)amino(C₁-C₆)alkyl, cyano(C₁-C₆)alkyl, (C₂-C₇)alkenyl, (C₂-C₇)alkynyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₂-C₆)alkenyl, hydroxy(C₁-C₆)alkyl, hydroxy(C₆-C₁₀)aryl(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkylthio(C₁-C₆)alkyl,

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hydroxy(C₂-C₆)alkenyl, hydroxy(C₂-C₆)alkynyl, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkoxy(C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₆-C₁₀)aryloxy(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxy(C₁-C₆)alkyl, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylaminol, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkylamino(C₁-C₆)alkyl, (C₆-C₁₀)arylaminol(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylamino(C₁-C₆)alkyl, (C₁-C₆)alkyl(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkyl, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonylamino, ((C₁-C₆)alkoxycarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkyl, ((C₁-C₆)alkoxycarbonyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkyl, carboxy, (C₁-C₆)alkoxycarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)arylcarbonyl, (C₆-C₁₀)arylcarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, carboxy(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonyloxy(C₁-C₆)alkyl, aminocarbonyl, (C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂aminocarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkyl, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂aminocarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)arylaminocarbonyl(C₁-C₆)alkyl, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkyl, amidino, guanidino, ureido, (C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂ureido, ureido(C₁-C₆)alkyl, (C₁-C₆)alkylureido(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkyl, (C₂-C₉)heterocycloalkyl, (C₂-C₉)heteroaryl, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkyl and (C₂-C₉)heteroaryl(C₁-C₆)alkyl;

R⁴ is (R⁵Q₉)(C₆-C₁₀)aryl, (R⁵Q₉)(C₃-C₁₀)cycloalkyl, (R⁵Q₉)(C₂-C₉)heteroaryl, (R⁵Q₉)(C₂-C₉)heterocycloalkyl,

wherein f is 0, 1, 2, 3, 4 or 5;

Q is (C₁-C₆)alkyl;

q is 0 or 1;

R⁵ is independently selected from: (C₂-C₉)heterocycloalkylcarbonyl, (C₂-C₉)heteroarylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylaminocarbonyl, (C₂-C₉)heteroarylaminocarbonyl, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylaminocarbonyl, (C₁-

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C₆)alkoxycarbonylamino(C₁-C₆)alkylsulfonylamino, aminosulfonylaminocarbonyl, (C₁-C₆)alkylaminosulfonylaminocarbonyl, ((C₁-C₆)alkyl)₂aminosulfonylaminocarbonyl, (C₆-C₁₀)arylsulfonyl, (C₁-C₆)alkylaminosulfonylamino, ((C₁-C₆)alkyl)₂aminosulfonylamino, aminocarbonyl(C₁-C₆)alkylamino(C₁-C₆)alkylsulfonylamino, (C₂-C₉)heterocycloalkyloxycarbonylamino(C₁-C₆)alkylsulfonylamino, (C₂-C₉)heteroaryloxycarbonylamino(C₁-C₆)alkylsulfonylamino, cyanoguanidino, (C₁-C₆)alkylcyanoguanidino, ((C₁-C₆)alkyl)₂cyano guanidino, (C₂-C₉)heterocycloalkylcyanoguanidino, (C₂-C₉)heteroaryl(C₁-C₆)alkylcyanoguanidino, amino(C₁-C₆)alkylcyanoguanidino, (C₁-C₆)alkylamino(C₁-C₆)alkylcyanoguanidino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcyanoguanidino, aminocarbonyl(C₁-C₆)alkylcyanoguanidino, carboxy(C₁-C₆)alkylcyanoguanidino, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkylcyanoguanidino, ((C₁-C₆)alkyl)₂aminocarbonyl(C₁-C₆)alkylcyanoguanidino, hydroxy(C₁-C₆)alkylamino, aminocarbonyl(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylamino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylamino, aminosulfonyl(C₁-C₆)alkylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, acetyl amino(C₁-C₆)alkylamino, (acetyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylamino, (C₁-C₆)alkoxy(C₁-C₆)alkylamino, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylamino, cyano(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkyloxycarbonylamino(C₁-C₆)alkylamino, (C₂-C₉)heteroaryloxycarbonylamino(C₁-C₆)alkylamino, cyanoguanidino(C₁-C₆)alkylamino, (C₁-C₆)alkylcyanoguanidino(C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂cyano guanidino(C₁-C₆)alkylamino, ureido(C₁-C₆)alkylamino, (C₁-C₆)alkylureido(C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkylamino, aminocarbonyloxy(C₁-C₆)alkylamino, hydroxy(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂aminocarbonyl(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylcarbonylamino, aminosulfonyl(C₁-C₆)alkylcarbonylamino, hydroxy(C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, amino(C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxy(C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, (C₂-

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C₉)heterocycloalkyloxycarbonylamino, (C₂-C₉)heteroarylcarbonylamino(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heteroarylcarbonylamino, (C₂-C₉)heterocycloalkylcarbonylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heterocycloalkyloxycarbonylamino(C₁-C₆)alkylcarbonylamino, cyano(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminocarbonylamino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heterocycloalkyloxycarbonylamino(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroarylloxycarbonylamino(C₁-C₆)alkylaminocarbonylamino, ureido(C₁-C₆)alkylureido, (C₁-C₆)alkylureido(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkylureido, cyanoguanidino(C₁-C₆)alkylureido, (C₂-C₉)heteroaryl(cyanoguanidino), aminosulfonyl, amino(C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂aminosulfonyl, (C₂-C₉)heterocycloalkylsulfonyl, amino(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylaminosulfonyl, (C₂-C₉)heteroarylaminosulfonyl, hydroxy(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkoxy(C₁-C₆)alkylaminosulfonyl, ureido(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylureido(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylsulfonylaminocarbonylamino(C₁-C₆)alkylaminosulfonyl, (C₂-C₉)heteroarylloxycarbonylamino(C₁-C₆)alkylaminosulfonyl, aminocarbonyl(C₁-C₆)alkylaminosulfonyl, cyanoguanidino(C₁-C₆)alkylaminosulfonyl, (C₂-C₉)heteroarylaminosulfonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylaminosulfonyl, (C₂-C₉)heterocycloalkylaminosulfonyl, (C₁-C₆)alkylcarbonylaminosulfonyl, (C₁-C₆)alkoxycarbonylaminosulfonyl, ureidosulfonyl, (C₁-C₆)alkylureidosulfonyl, ((C₁-C₆)alkyl)₂ureidosulfonyl, hydrogen, hydroxy, hydroxysulfonyl, halo, mercapto, (C₁-C₆)alkylthio, (C₁-C₆)alkylsulfinyl, (C₁-C₆)alkylsulfonyl, carboxy(C₁-C₆)alkylsulfonyl, (C₆-C₁₀)arylsulfonyl, (C₂-C₉)heteroarylsulfonyl, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkoxy, (C₆-C₁₀)aryloxy, trifluoro(C₁-C₆)alkyl, formyl, nitro, nitroso, cyano, halo(C₁-C₆)alkoxy, trifluoro(C₁-C₆)alkoxy, amino(C₁-C₆)alkoxy, (C₃-C₁₀)cycloalkylhydroxy(C₃-C₁₀)cycloalkyl (C₃-C₁₀)cycloalkylamino(C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₂-C₆)alkenyl,

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hydroxy(C₆-C₁₀)aryl, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl, hydroxy(C₁-C₆)alkylthio, hydroxy(C₂-C₆)alkenyl, hydroxy(C₂-C₆)alkynyl, (C₁-C₆)alkoxy(C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkoxy, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkylamino, (C₂-C₉)heteroaryl amino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylamino, (C₃-C₁₀)cycloalkyl((C₁-C₆)alkyl)amino, (C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxycarbonylamino, (C₂-C₆)alkenylcarbonylamino, (C₃-C₁₀)cycloalkylcarbonylamino, (C₆-C₁₀)arylcarbonylamino, (C₂-C₉)heterocycloalkylcarbonylamino, (C₂-C₉)heteroaryloxycarbonylamino, (C₂-C₉)heterocycloalkoxycarbonylamino, halo(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonyl(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, ((C₁-C₆)alkoxycarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkylsulfonylamino, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, (C₃-C₁₀)cycloalkyl((C₁-C₆)alkyl)amino, ((C₁-C₆)alkylsulfonyl)((C₁-C₆)alkyl)amino, (C₂-C₉)heteroarylsulfonylamino, (C₆-C₁₀)aryl sulfonylamino, ((C₆-C₁₀)arylsulfonyl)((C₁-C₆)alkyl)amino, carboxy, (C₁-C₆)alkoxycarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkylcarbonyl, amino(C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)arylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl, hydroxy(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonyloxy, ((C₁-C₆)alkyl)₂aminocarbonyloxyaminocarbonyl, hydroxyaminocarbonyl, (C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂aminocarbonyl, (C₆-C₁₀)arylamino carbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylaminocarbonyl, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkylaminocarbonyl, (carboxy(C₁-C₆)alkyl)aminocarbonyl, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylaminocarbonyl, (amino(C₁-C₆)alkyl)aminocarbonyl, hydroxy(C₁-C₆)alkylaminocarbonylamidino, hydroxyamidino, guanidino, ureido, (C₁-C₆)alkylureido, (C₆-C₁₀)arylureido, ((C₆-C₁₀)aryl)₂ureido, (C₆-C₁₀)aryl(C₁-C₆)alkylureido, halo(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)((C₆-C₁₀)aryl)ureido, ((C₁-C₆)alkyl)₂ureido, halo(C₁-C₆)alkylcarbonylureido, (halo(C₁-C₆)alkyl)((C₁-C₆)alkyl)ureido, ((C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl)ureido, glycaminido, (C₁-C₆)alkylglycaminido, aminocarbonylglycaminido, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonylglycaminido, (aminocarbonyl)((C₁-C₆)alkyl)glycaminido, ((C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)glycaminido,

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((C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylcarbonyl)glycinamido, (C₆-C₁₀)arylcarbonylglycinamido, ((C₆-C₁₀)arylcarbonyl)((C₁-C₆)alkyl)glycinamido, ((C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl)glycinamido, ((C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl)((C₁-C₆)alkyl)glycinamido, (C₆-C₁₀)arylamino carbonylglycinamido, ((C₆-C₁₀)arylamino carbonyl)((C₁-C₆)alkyl)glycinamido, alaninamido, (C₁-C₆)alkylalaninamido, (C₂-C₉)heteroaryl, amino(C₂-C₉)heteroaryl, (C₁-C₆)alkylamino(C₂-C₉)heteroaryl, ((C₁-C₆)alkyl)₂amino(C₂-C₉)heteroaryl, (C₂-C₉)heteroaryloxy, (C₂-C₉)heterocycloalkyl, carboxy(C₁-C₆)alkoxy, (C₁-C₆)alkylsulfonylamino carbonyl(C₁-C₆)alkoxy, (C₁-C₆)alkylsulfonylaminocarbonyl(C₁-C₆)alkoxy, (C₂-C₉)heteroaryl(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkylamino(C₂-C₆)alkoxy, amino(C₂-C₆)alkoxy, (aminocarbonyl)(hydroxy)amino, (C₁-C₆)alkylamino(C₂-C₆)alkoxy, ((C₁-C₆)alkyl)₂amino(C₂-C₆)alkoxy, (C₁-C₆)alkylcarbonylamino(C₂-C₆)alkoxy, aminocarbonylamino(C₂-C₆)alkoxy, (C₁-C₆)alkylaminocarbonylamino(C₂-C₆)alkoxy, ((C₁-C₆)alkyl)₂aminocarbonylamino(C₂-C₆)alkoxy, amino(C₂-C₆)alkoxycarbonylamino, (C₁-C₆)alkylamino(C₂-C₆)alkoxycarbonylamino, ((C₁-C₆)alkyl)₂amino(C₂-C₆)alkoxycarbonylamino, (C₂-C₉)heteroaryl amino(C₂-C₆)alkoxy, barbituryl, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl, carboxy(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroaryl amine carbonylamino, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl(C₁-C₆)alkyl, amino(C₄-C₆)alkoxy carbonylamino, (C₄-C₆)alkyl, halo(C₁-C₆)alkyl, aminocarbonyl, ureido(C₄-C₆)alkylcarbonylamino, (C₄-C₆)alkylcarbonylamino(C₄-C₆)alkylcarbonylamino, (C₄-C₆)alkylcarbonylamino(C₄-C₆)alkylaminocarbonyl, amino(C₁-C₆)alkylcarbonylamino where the (C₁-C₆)alkyl is optionally substituted with one or two groups selected from hydrogen, amino, hydroxyl, (C₁-C₆)alkoxy, carboxy, further substituted (C₂-C₉)heteroaryl, (C₆-C₁₀)aryl, (C₂-C₉)heterocycloalkyl, and cycloalkyl, or the two groups together make up a carbocycle; and R¹⁹ carbonylamino where R¹⁹ is a nitrogen containing (C₂-C₉)heterocycloalkyl which is optionally substituted further with one or two groups selected from (C₁-C₆)alkyl, (C₂-C₆)alkoxy and hydroxy; R⁹ is selected from the group consisting of hydrogen, (C₁-C₆)alkyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, aminocarbonyl, (C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂aminocarbonyl and (C₁-C₆)alkoxycarbonyl; and R¹¹ and R¹² are each independently selected from the group consisting of hydrogen, (C₁-

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C_6 alkyl, (C_6-C_{10}) aryl, (C_6-C_{10}) aryl(C_1-C_6)alkyl, hydroxy, (C_1-C_6) alkoxy, hydroxy(C_1-C_6)alkyl, (C_1-C_6) alkoxy(C_1-C_6)alkyl, amino, (C_1-C_6) alkylamino, $((C_1-C_6)$ alkyl)2amino, (C_1-C_6) alkylcarbonylamino, (C_3-C_8) cycloalkylcarbonylamino, (C_3-C_8) cycloalkyl(C_1-C_6)alkylcarbonylamino, (C_1-C_6) alkoxycarbonylamino, (C_1-C_6) alkylsulfonylamino, (C_6-C_{10}) arylcarbonylamino, (C_1-C_6) alkoxycarbonyl(C_1-C_6)alkylcarbonylamino, (C_6-C_{10}) aryl(C_1-C_6)alkylcarbonylamino, $((C_6-C_{10})$ aryl(C_1-C_6)alkylcarbonyl)((C_1-C_6) alkyl)amino, (C_1-C_6) alkylcarbonylamino(C_1-C_6)alkyl, (C_3-C_8) cycloalkylcarbonylamino(C_1-C_6)alkyl, (C_1-C_6) alkoxycarbonylamino(C_1-C_6)alkyl, (C_2-C_9) heterocycloalkylcarbonylamino(C_1-C_6)alkyl, (C_6-C_{10}) aryl(C_1-C_6)alkylcarbonylamino(C_1-C_6)alkyl, (C_2-C_9) heteroarylcarbonylamino(C_1-C_6)alkyl, (C_6-C_{10}) arylsulfonylamino, (C_1-C_6) alkylsulfonylamino(C_1-C_6)alkyl, aminocarbonylamino, (C_1-C_6) alkylaminocarbonylamino, halo(C_1-C_6)alkylaminocarbonylamino, $((C_1-C_6)$ alkyl)2aminocarbonylamino, aminocarbonylamino(C_1-C_6)alkyl, (C_1-C_6) alkylaminocarbonylamino(C_1-C_6)alkyl, $((C_1-C_6)$ alkyl)2aminocarbonylamino(C_1-C_6)alkyl, halo(C_1-C_6)alkylaminocarbonylamino(C_1-C_6)alkyl, amino(C_1-C_6)alkyl, (C_1-C_6) alkylamino(C_1-C_6)alkyl, $((C_1-C_6)$ alkyl)2amino(C_1-C_6)alkyl, carboxy(C_1-C_6)alkyl, (C_1-C_6) alkoxycarbonyl(C_1-C_6)alkyl, aminocarbonyl(C_1-C_6)alkyl and (C_1-C_6) alkylaminocarbonyl(C_1-C_6)alkyl;

with the proviso that when R^4 is phenyl or pyridyl, Q is (C_1-C_6) alkyl, q is 0 or 1, R^5 can be selected from the group consisting of carboxy(C_1-C_6)alkylaminocarbonylamino, (C_2-C_9) heteroarylaminocarbonylamino, $((C_1-C_6)$ alkylamino)($C_6-C_{10})$ aryl(C_1-C_6)alkyl, amino(C_1-C_6)alkoxycarbonylamino, (C_1-C_6) alkyl, halo(C_1-C_6)alkylaminocarbonylamino, (C_1-C_6) alkyl, aminocarbonyl, ureido(C_1-C_6)alkylcarbonylamino, (C_1-C_6) alkylcarbonylamino(C_1-C_6)alkylcarbonylamino, and (C_1-C_6) alkylcarbonylamino(C_1-C_6)alkylaminocarbonylamino.

2. (Previously Amended) A compound according to claim 1, wherein R^1 is hydrogen, halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, (C_1-C_6) alkyl, hydroxy or (C_1-C_6) alkylcarbonyl.

3. (Previously Amended) A compound according to claim 1, wherein c is 1; X is $C(O)$ or CH_2 ; d is 1; and Z is oxygen, NH, or $CR^{11}R^{12}$.

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4. (Original) A compound according to claim 1, wherein R⁴ is (R⁵)(C₆-C₁₀)aryl or (R⁵)(C₂-C₉)heteroaryl, wherein f is 1 or 2.

5. (Currently Amended) A compound according to claim 1, wherein c is 1; X is C(O); d is 1; Z is oxygen or CR¹¹R¹²; W is nitrogen or CH; and l, m and k are zero, zero and 2 or 3-respectively, or k, l, and m are zero, zero and 2 or 3 respectively.

6. (Currently Amended) A compound according to claim 1, wherein R⁴ is phenyl, Q is (C₁-C₆)alkyl, q is 0 or 1, and at least one R⁵ is selected from: (C₂-C₉)heteroarylamino carbonyl, (C₂-C₉)heteroarylcarbonylamino, (C₁-C₆)alkylsulfonylamino carbonyl, aminosulfonylamino carbonyl, carboxy(C₁-C₆)alkylcyanoguanidino, carboxy, (C₂-C₉)heteroaryl, (C₂-C₉)heteroarylsulfonyl, (C₂-C₉)heteroaryl, (C₂-C₉)heteroaryloxy, (C₂-C₉)heteroarylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroarylamino carbonyl, carboxy(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylsulfonyl, carboxy(C₁-C₆)alkylsulfonyl, carboxy(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkoxycarbonylamino, hydroxyaminocarbonyl, (C₁-C₆)alkylsulfonylamino carbonyl(C₁-C₆)alkoxy, (C₂-C₉)heteroaryl(C₁-C₆)alkoxy, amino(C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonyl, amino(C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonylamino, amino(C₁-C₆)alkylureido, (C₁-C₆)alkylamino(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylureido, amino(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonylamino, amino(C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonyl, amino(C₁-C₆)alkylcyanoguanidino, (C₁-C₆)alkylamino(C₁-C₆)alkylcyanoguanidino, amino(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl(C₁-C₆)alkyl, amino, amino(C₁-C₆)alkoxy,

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amino(C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)amino, (C₆-C₁₀)arylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkylamino, (C₃-C₉)heteroarylamino, (C₃-C₁₀)cycloalkyl(C₁-C₆)alkyl)amino, (amino(C₁-C₆)alkyl)aminocarbonyl, glycaminido, (C₁-C₆)alkylglycinamido, alaninamido, (C₁-C₆)alkylalaninamido, ((C₄-C₆)alkyl)amino(C₁-C₆)alkylcarbonylamino, halo, (C₁-C₆)alkoxy, (C₁-C₆)alkyl, halo(C₁-C₆)alkyl, aminocarbonyl(C₁-C₆)alkylureido, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylcarbonylamino, ureido(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonylamino, ureido, halo(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl.

7. (Currently Amended) A compound according to claim 1, wherein R⁴ is pyridyl, Q is (C₁-C₆)alkyl, q is 0 or 1, and at least one R⁵ is selected from: (C₂-C₉)heteroarylamino, (C₂-C₉)heteroarylcarbonylamino, (C₁-C₆)alkylsulfonylamino, aminosulfonylamino, carboxy(C₁-C₆)alkylcyanoguanidino, carboxy, (C₂-C₉)heteroarylamino, (C₂-C₉)heteroarylsulfonyl, (C₂-C₉)heteroaryl, (C₂-C₉)heteroaryloxy, (C₂-C₉)heteroarylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroarylamino, carboxy(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylaminocarbonyl, carboxy(C₁-C₆)alkylsulfonylamino, (C₂-C₉)heteroarylamino, carboxy(C₁-C₆)alkylsulfonyl, carboxy(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkoxycarbonylamino, hydroxyaminocarbonyl, (C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkoxy, (C₂-C₉)heteroaryl(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkoxy, amino(C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonyl, ((C₁-C₆)alkyl)amino(C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylcarbonyl, amino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)amino(C₁-C₆)alkylcarbonylamino, amino(C₁-C₆)alkylureido, (C₁-C₆)alkylamino(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)amino(C₁-C₆)alkylureido, amino(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonylamino, ((C₁-C₆)alkyl)amino(C₁-C₆)alkylsulfonylamino,

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amino(C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonyl, amino(C₁-C₆)alkylcyanoguanidino, (C₁-C₆)alkylamino(C₁-C₆)alkylcyanoguanidino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcyanoguanidino, amino(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl(C₁-C₆)alkyl, amino, amino(C₁-C₆)alkoxy, amino(C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkylamino, (C₂-C₉)heteroarylamine, (C₃-C₁₀)cycloalkyl(C₁-C₆)alkyl)amino, (amino(C₁-C₆)alkyl)aminocarbonyl, glycaminido, (C₁-C₆)alkylglycaminido, alaninamido, (C₁-C₆)alkylalaninamido, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarboxylamine, aminocarbonyl(C₁-C₆)alkylureido, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylcarbonylamino, ureido(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl, ureido, halo(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl.

8. (Previously Amended) Salts of a compound according to claim 1, where pharmaceutically acceptable counter-ions for acidic compounds are selected from alkali metal cations, alkaline earth metal cations ammonium or water-soluble amine addition salts, N-methylglucamine-(meglumine), the lower alkanolammonium and other base salts of pharmaceutically acceptable organic amines; and pharmaceutically acceptable salts selected from hydrochloride, hydrobromide, hydroiodide, nitrate, sulfate, bisulfate, phosphate, acid phosphate, acetate, lactate, citrate, acid citrate, tartrate, bitartrate, succinate, maleate, fumarate, gluconate, saccharate, benzoate, methanesulfonate, ethanesulfonate, benzenesulfonate, p-toluenesulfonate and pamoate salts.

Claims 9-14 (Cancelled)

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